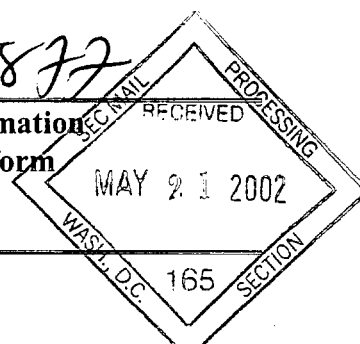


1135877
SEC 1972 Potential persons who are to respond to the collection of information
(6/99) contained in this form are not required to respond unless the form
displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not
result in a loss of the federal exemption. Conversely,
failure to file the appropriate federal notice will not result
in a loss of an available state exemption state exemption
unless such exemption is predicated on the filing of a
federal notice.



02037643

OMB APPROVAL
OMB Number: 3235-
0076
Expires: May 31,
2002
Estimated average
burden
hours per response...
1

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PROCESSED

FORM D

JUN 13 2002

THOMSON
FINANCIAL

SEC USE ONLY
Prefix Serial

DATE RECEIVED

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check ☐ Rule ☒ Rule ☐ Rule ☐ Section ☐
box(es) that 504 505 506 4(6) ULOE
apply):

Type of Filing: ☐ New Filing ☒ Amendment

CRGIT

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

A.L. Wizard, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code)

11300 Sorrento Valley Rd. #108, San Diego, CA 92121 (858) 457-0566

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone
Number (Including Area Code) Telephone
(if different from Executive Offices)

Brief Description of Business

Software development, sale, and licensing.

Type of Business

Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year
[12] [00] ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [D] [E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Check ☐ Promoter ☐ Beneficial ☒ Executive ☐ Director ☐ General and/or
Box(es) that Owner Officer Managing Partner
Apply:

Full Name (Last name first, if individual)
Erickson, Kent

Business or Residence Address (Number and Street, City, State, Zip Code)
11300 Sorrento Valley Rd. #108, San Diego, CA 92121

Check ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or
Box(es) that Owner Officer Managing Partner
Apply:

Full Name (Last name first, if individual)
Sue Farrow

Business or Residence Address (Number and Street, City, State, Zip Code)
11300 Sorrento Valley Rd. #108, San Diego, CA 92121

Check ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or
Box(es) that Owner Officer Managing Partner
Apply:

Full Name (Last name first, if individual)
Malone, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)
11300 Sorrento Valley Rd. #108, San Diego, CA 92121

Check ☐ Promoter ☒ Beneficial ☒ Executive ☐ Director ☐ General and/or
Box(es) that Owner Officer Managing Partner
Apply:

Full Name (Last name first, if individual)
Szalkiewicz, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)
11300 Sorrento Valley Rd. #108, San Diego, CA 92121

Check ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or
Box(es) that Owner Officer Managing Partner
Apply:

Full Name (Last name first, if individual)
Lloyd, Franklin Thomas

Business or Residence Address (Number and Street, City, State, Zip Code)
401 West 'A' Street, Suite 2600, San Diego, CA 92101

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
[] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$25,000

3. Does the offering permit joint ownership of a single unit?..... Yes No
[X] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) None

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. *

* All securities sold since the December 6, 2000, offering began have been part of the same offering.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
..... <u>Regulation A</u>	_____	\$ _____
..... Rule 504	_____	\$ _____
..... Total	_____	\$ _____
.....		

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ 0.00
.....		
Printing and Engraving Costs	<input type="checkbox"/>	\$44.00
.....		
Legal Fees	<input type="checkbox"/>	\$14,603.00
.....		
Accounting Fees	<input type="checkbox"/>	\$1,550.00
.....		
Engineering Fees	<input type="checkbox"/>	\$0.00
.....		
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$0.00
.....		
Other Expenses (identify)	<input type="checkbox"/>	\$0.00
.....		
Total	<input type="checkbox"/>	\$16,197.00
.....		


b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$358,803.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$26,245	<input type="checkbox"/> \$48,755
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness	<input type="checkbox"/> \$283,803	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Other (specify):	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....		
Column Totals	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Total Payments Listed (column totals added)		<input type="checkbox"/> \$358,803

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) A. L. Wizard, Inc.	Signature 	Date May 8, 2002
Name of Signer (Print or Type) Michael A. Newhouse	Title of Signer (Print or Type) Secretary	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
☐ ☒

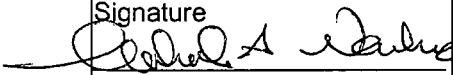
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) A.L. Wizard, Inc.	Signature 	Date May 8, 2002
Name of Signer (Print or Type) Michael A. Newhouse	Title (Print or Type) Secretary	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA	x		\$375,000		\$375,000	None			X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									